

RECORDATION NO. 23293-D FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.

DEC 28 '00 9-06 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973  
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OF COUNSEL  
URBAN A. LESTER

December 27, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Initial Sublease Assignment Agreement (GATX Trust No. 2000-2), dated as of December 28, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Of Equipment Lease Agreement (GATX Trust No. 2000-2) which is being filed with the Board under Recordation Number 23293.

The names and addresses of the parties to the enclosed document are:

Assignor: GATX Third Aircraft Corporation  
Four Embarcadero Center, Suite 220  
San Francisco, California 94111

Assignee: State Street Bank and Trust Company of  
Connecticut, National Association  
Goodwin Square  
225 Asylum Street, 23rd Floor  
Hartford, Connecticut 06103

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed documents is:

Three hundred and eighty (380) railcars within the following three series, each inclusive: BNSF 211333 – BNSF 211432 (100 cars), BRAN 9000 – BRAN 9199 (200 cars) and BRAN 5300 – BRAN 5379 (80 cars).

A short summary of the document to appear in the index is:

Memorandum of Initial Sublease Assignment Agreement (GATX Trust No. 2000-2), dated as of December 28, 2000, between GATX Third Aircraft Corporation, Assignor, and State Street Bank and Trust Company of Connecticut, National Association, Assignee, covering three hundred and eighty (380) railcars within the following three series, each inclusive: BNSF 211333 – BNSF 211432 (100 cars), BRAN 9000 – BRAN 9199 (200 cars) and BRAN 5300 – BRAN 5379 (80 cars).

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg  
Enclosures

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Document No. 1.12

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF  
INITIAL SUBLEASE ASSIGNMENT AGREEMENT  
(GATX Trust No. 2000-2)**

This Memorandum of Initial Sublease Assignment Agreement (GATX Trust No. 2000-2) (this "Memorandum"), dated December 28, 2000 is by and between GATX Third Aircraft Corporation, a Delaware corporation, as Assignor (the "Assignor"), and State Street Bank and Trust Company of Connecticut, National Association, a national banking association, not in its individual capacity except as expressly provided herein but solely as Owner Trustee (the "Assignee").

**WITNESSETH:**

The Assignor and Assignee have entered into that certain Initial Sublease Assignment Agreement (GATX Trust No. 2000-2), dated December 28, 2000 (the "Sublease Assignment"), to provide, among other things, for the assignment by Assignor to Assignee of all of the Assignor's right, title and interest in the following, other than Excluded Payments and Excluded Rights:

1. all the Assignor's right and interest in the Equipment (including, without limitation, the items of Equipment more particularly described in Annex A attached hereto) at any time subject to the Subleases;
2. the Subleases, including, without limitation, (x) all rents or other amounts or payments of any kind paid or payable by the Sublessees under the Subleases (including, without limitation, all claims for damages or other sums arising upon sale or other disposition of, or loss of use of or requisition of title or use of, the Equipment at any time subject to either of the Subleases or upon any event of default specified therein or in respect thereof as well as all rights of the Assignor to enforce payment of any such rents, amounts or payments, (y) all rights of the Assignor to exercise any election or option to make any decision or determination or to give or receive any notice, consent, waiver or approval or to take any other action under or in respect of the Subleases or to accept surrender or redelivery of the Equipment or any part thereof, as well as the rights, powers and remedies on the part of the Assignor, whether acting under the Subleases or by statute or at law or in equity, or otherwise, arising out of any default under the Subleases, and (z) any right to restitution from the Sublessees in respect of any determination of invalidity of the Subleases; and
3. all proceeds of the foregoing.

Capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in the Initial Sublease Assignment Agreement on file with Wilmington Trust Company, or its successor indenture trustee.

\* \* \*

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers authorized on the date and year first above written.

GATX THIRD AIRCRAFT CORPORATION,  
Assignor

By: Thomas C. Nord  
Name: Thomas C. Nord  
Title: VICE PRESIDENT

STATE STREET BANK AND TRUST COMPANY  
OF CONNECTICUT, NATIONAL ASSOCIATION,  
not in its individual capacity except as expressly  
provided herein but solely as Owner Trustee,  
Assignee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of California

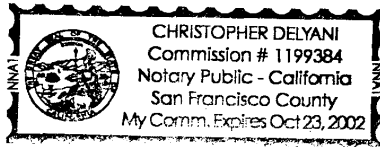
County of San Francisco } ss.

On December 22, 2000, before me, Christopher Delyani, N.P.  
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Thomas C. Nord  
Name(s) of Signer(s)

☒ personally known to me  
☐ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

WITNESS my hand and official seal.

Christopher Delyani  
Signature of Notary Public

**OPTIONAL**

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

**Description of Attached Document**

Title or Type of Document: \_\_\_\_\_

Document Date: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

**Capacity(ies) Claimed by Signer**

Signer's Name: \_\_\_\_\_

- ☐ Individual  
☐ Corporate Officer — Title(s): \_\_\_\_\_  
☐ Partner — ☐ Limited ☒ General  
☐ Attorney in Fact  
☐ Trustee  
☐ Guardian or Conservator  
☐ Other: \_\_\_\_\_

Signer Is Representing: \_\_\_\_\_


RIGHT THUMBPRINT  
OF SIGNER  
Top of thumb here

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers authorized on the date and year first above written.

GATX THIRD AIRCRAFT CORPORATION,  
Assignor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE STREET BANK AND TRUST COMPANY  
OF CONNECTICUT, NATIONAL ASSOCIATION,  
not in its individual capacity except as expressly  
provided herein but solely as Owner Trustee,  
Assignee

By:  \_\_\_\_\_  
Name: **DONALD E. SMITH**  
Title: **VICE PRESIDENT**

STATE OF \_\_\_\_\_ )  
 ) SS:  
COUNTY OF \_\_\_\_\_ )

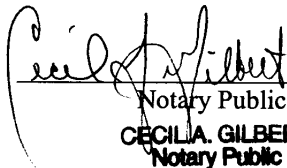
On this \_\_\_\_ day of December, 2000 before me personally appeared \_\_\_\_\_,  
to me personally known, who being duly sworn, says that he/she is the \_\_\_\_\_ of  
GATX Third Aircraft Corporation, that said instrument was signed on behalf of said corporation  
by authority of its Board of Directors; and he/she acknowledged that the execution of the  
foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

*Commonwealth*  
STATE OF MASSACHUSETTS )  
 ) SS:  
COUNTY OF SUFFOLK )

On this 22nd day of December, 2000 before me personally appeared **DONALD E. SMITH**,  
to me personally known, who being duly sworn, says that he/she is the VICE PRESIDENT of  
State Street Bank and Trust Company of Connecticut, National Association, not in its individual  
capacity except as expressly provided herein but solely as Owner Trustee, that said instrument  
was signed on behalf of said corporation by authority of its Board of Directors; and he/she  
acknowledged that the execution of the foregoing instrument was the free act and deed of said  
corporation.

  
\_\_\_\_\_  
Notary Public  
**CECILIA GILBERT**  
Notary Public

My commission expires: \_\_\_\_\_

**My Commission Expires July 12, 2002**



Annex A

Description of Equipment

<u>Quantity</u>	<u>Car Mark</u>	<u>Car Number Range (Inclusive)</u>
100	BNSF	211333 - 211432
200	BRAN	9000 - 9199
12	BRAN	5300 - 5311
48	BRAN	5312 - 5359
20	BRAN	5360 - 5379